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**LAW OFFICES OF  
LOUIS E. GITOMER**

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 401  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204 4022  
(202) 466-6532  
FAX (410) 332-0885

May 28, 2010

Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a primary document, dated as of May 28, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Loan and Security Agreement are:

Lender:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

Borrower:

Haines and Kibblehouse, Inc.  
2052 Lucon Road  
Skipjack, PA 19474

A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of four steel gondola cars numbered HKGX 6610, 6718, 6730, and 6772.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
May 28, 2010  
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A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Haines and Kibblehouse, Inc., 2052 Lucon Road, Skipjack, PA 19474, covering four steel gondola cars numbered HKGX 6610, 6718, 6730, and 6772.

Very Truly Yours,

Louis F. Gittomer

Enclosure

MAY 28 '10 -4 19 PM

## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This MEMORANDUM OF LOAN AND SECURITY AGREEMENT, dated as of May 28, 2010 (this "Agreement"), is between BB&T Equipment Finance Corporation ("BB&T"), as lender, a North Carolina corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Haines and Kibblehouse, Inc. ("H&K"), as borrower, a Pennsylvania corporation, 2052 Lucon Road, Skipjack, PA 19474.


## WITNESSETH:

1. BB&T and H&K have entered a Loan and Security Agreement dated as of the date of this Agreement where as security for the payment of the indebtedness of H&K to BB&T, H&K granted to BB&T a security interest in four steel gondola cars numbered HKGX 6610, 6718, 6730, and 6772 (the "Equipment").

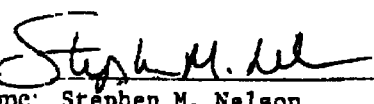
2. This Memorandum of Loan and Security Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Loan and Security Agreement to be executed by its duly authorized officer as of the date first written above.

BB&T EQUIPMENT FINANCE  
CORPORATION

By:   
Name: CONSTANCE W. LANCASTER  
Title: SENIOR VICE PRESIDENT

## HAINES AND KIBBLEHOUSE, INC.

By:   
Name: Stephen M. Nelson  
Title: Treasurer

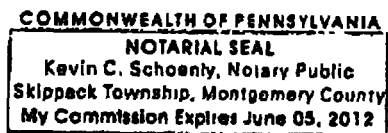
COUNTY OF MONTGOMERY

On this 27<sup>th</sup> day of May 2010, before me, Kevin C. Schornly, the undersigned Notary Public, personally appeared Stephen M Nelson personally known to me to be the person who executed the within instrument as Treasurer on behalf of Haines and Kibblehouse, Inc., and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Kenneth E. Edwards  
Notary Public

My Commission Expires: June 5, 2012  
Residing in: Montgomery



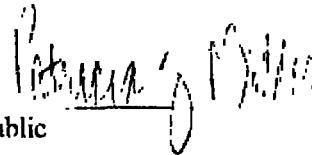
STATE OF MARYLAND                    )  
  ) ss  
COUNTY OF BALTIMORE            )

On this 28<sup>th</sup> day of May 2010, before me, Patricia J. Gillis, the undersigned Notary Public, personally appeared Constance W. Lancaster personally known to me to be the person who executed the within instrument as Senior Vice President on behalf of BB&T Equipment Finance Corporation, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patricia J. Gillis

Name: \_\_\_\_\_  
Notary Public



My Commission Expires: December 4, 2012  
Residing in: Baltimore County, Maryland

PATRICIA J. GILLIS  
Notary Public-Maryland  
Baltimore County